



NORTH AMERICAN CAR CORPORATION

33 West Monroe
Chicago, IL U.S.A. 60603
Telephone 312.853.5000
Telex #255222

No. APR 27 1981

Date

Fee \$ 10.00

March 17, 1981

RECORDATION NO. 6592-3

ICC Washington, D. C.

APR 27 1981 - 3 02 PM
INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Section 11303 Filing: Supplement Agreement dated as of March 17, 1981, ("Supplement") to Equipment Trust Agreement dated as of May 1, 1972, ("Agreement") by and between North American Car Corporation (the "Company") and Harris Trust and Savings Bank (the "Trustee").

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above described Supplement. The Agreement was recorded with the Interstate Commerce Commission and was assigned recordation number 6592.

Under the Agreement, the Trustee leases the equipment subject thereto to the Company and the Company guarantees the payment of principal and interest on the equipment trust certificates issued under the Agreement, all in accordance with the Agreement.

The general description of the equipment which the Supplement subjects to the terms of the Agreement is as stated in Exhibit A of the Supplement. The Company will be the Vendor of such equipment to the Trustee.

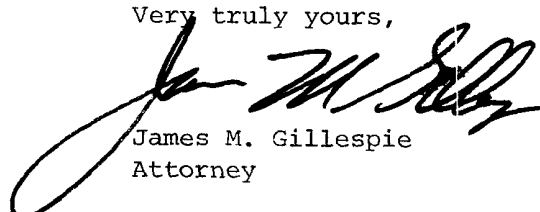
The general description of the equipment which the Supplement releases from the terms of the Agreement is as stated in Exhibit I to the Supplement.

Also enclosed is a check, payable to the Interstate Commerce Commission, in the amount of \$10.00 as the recording fee for the Supplement.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of the enclosed counterparts for record in your office and to return the remaining copies, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,


James M. Gillespie
Attorney



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RECORDATION NO. *6592-F* Filed 142b

APR 27 1981 -3 01 PM

INTERSTATE COMMERCE COMMISSION

March 17, 1981

Harris Trust and Savings Bank,
as Trustee of the
North American Car Corporation
Equipment Trust Agreement,
SECOND 1972 Series
111 West Monroe Street
Chicago, Illinois 60670

Gentlemen:

Referring to Section 3.06 of the Equipment Trust Agreement dated as of May 1, 1972, between you, as Trustee, and North American Car Corporation, a Delaware corporation, as Lessee, North American Car Corporation hereby agrees with you as follows:

1. The cars described in Exhibit I, which were a part of the Trust Equipment (as defined in said Agreement) have been destroyed or otherwise disposed of or became unsuitable or unnecessary for the use of the Company (hereinafter the "Released Cars") in accordance with the terms of said Agreement. The fair market value of the Released Cars immediately prior to such destruction or other such disposition is set forth in Exhibit I and is equal to any sale price thereof. By execution hereof the Trustee hereby releases and quitclaims over to North American any and all interest of the Trustee in and to the Released Cars set forth in Exhibit I under the Agreement.
2. The Released Cars have been replaced by the cars described in Exhibit A (the "Added Cars"), which have been delivered to North American, as Lessee, are marked as required by Section 3.04 of said Agreement and have the cost set forth in Exhibit A which is less than the fair market value thereof.
3. All other cars constituting a part of the Trust Equipment at the date hereof are in existence and in interchange condition. In the case of any Trust Equipment repainted during the preceding year, the marking required by Section 3.04 of said Agreement has been preserved or repainted cars have again been marked as required by said Section.



4. The Trust Equipment has been insured against loss or damage in accordance with the terms of the Agreement.

The undersigned agent is hereby designated by you to accept delivery and certify as to the marking of cars and he hereby certifies to you that said Added Cars have been delivered to him as such agent.

North American herewith delivers to you (a) a Bill of Sale transferring title to you, as Trustee, to such replacement cars, and (b) the opinion of Counsel, as to your title to such Added Cars, both complying with the requirement of said Agreement.

North American Car Corporation requests that you execute this instrument in the space provided below, in consideration hereof, for the purpose of constituting this instrument a Supplement to the Agreement. Said Agreement shall continue in full force and effect except as amended herein. To the extent the Agreement requires certification as to any of the above items, the signature of the officer named below shall constitute such certification.

Very truly yours,

NORTH AMERICAN CAR CORPORATION

By

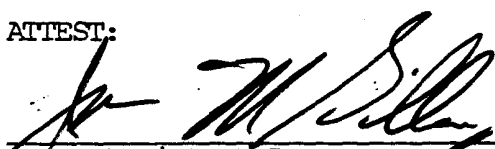

Vice President



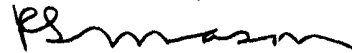
As Agent, as aforesaid

(Corporate Seal)

ATTEST:


Assistant Secretary

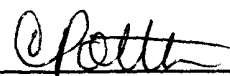
HARRIS TRUST AND SAVINGS BANK, TRUSTEE



Vice President

(Corporate Seal)

ATTEST:


Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Lena Prewitt, a Notary Public in and for the County and State aforesaid, do hereby certify that on the 17th day of March, 1981, John A. Harrison + James M. Pellegrini, known to me to be the Vice President and the Assistant Secretary, respectively, of North American Car Corporation, personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Lena Prewitt
Notary Public

My Commission Expires:

My Commission Expires March 26, 1983

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, LAVETTE C. SEAY, a Notary Public in and for the County and State aforesaid, do hereby certify that on the 16th day of April, 1981, R. G. MASON and C. POTTER, known to me to be one of the VICE PRESIDENT and one of the ASSISTANT SECRETARY respectively, of Harris Trust and Savings Bank, of Chicago, personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Lavette C. Seay
Notary Public

My Commission Expires:

November 29, 1984

NORTH AMERICAN CAR CORPORATION
SECOND 1972 EQUIPMENT TRUST
RELEASED CARS

<u>Exhibit 1</u>	<u>Quantity</u>	<u>Serial Number</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Value</u>
	15	21971, 21973-21975 21979-21981, 21984 21986-21987 21991-21995	20,000 gallon tank cars	\$ 236,118.29	\$ 274,952.66
	10	25551-25555 25558-25560 25565-25566	23,000 gallon tank cars	\$ 156,883.30	\$ 182,685.90
	25			\$ 393,001.59	\$ 457,638.56

NORTH AMERICAN CAR CORPORATION
SECOND 1972 EQUIPMENT TRUST
REPLACEMENT CARS

Exhibit A

<u>Quantity</u>	<u>Serial Numbers</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Value</u>
24	52775-52777 52779-52799	4,700 cu.ft. hopper cars	\$ 434,880.00	\$ 506,404.71
<u>1</u>	71405	23,000 gallon tank cars	\$ 23,013.16	\$ 26,798.13
<u>25</u>			<u>\$ 457,893.16</u>	<u>\$ 533,202.84</u>